

**Before the
FEDERAL COMMUNICATIONS COMMISSION
Washington, D.C. 20554**

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OCT 27 2003

In the Matter of the Joint Applications of)

360NETWORKS (USA) INC.)

and)

TOUCH AMERICA, INC. (Debtor-in-Possession))

For Authority Pursuant to Sections 214 and 310 of the)
Communications Act of 1934, as Amended, to Transfer)
Certain Assets, Including Relevant Customer Base and)
Wireless licenses, of An Authorized Domestic Carrier)

FEDERAL COMMUNICATIONS COMMISSION
OFFICE OF THE SECRETARY

WB Docket No 03-150
FCC File No 0001384102
ISP-PDR-20030718-00021

NOTICE OF WITHDRAWAL OF APPLICATIONS

360networks (USA) inc ("360networks" or "Transferee") and Touch America, Inc ("Debtor-in-Possession") ("Touch America" or "Transferor") (together "Applicants"), through their undersigned counsel, hereby respectfully request authority to withdraw, without prejudice, the above two captioned applications and associated Petition for Declaratory Ruling for authority to enable 360networks to acquire certain of Touch America's assets, as described in these applications

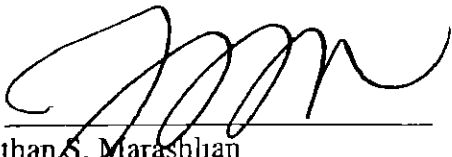
On June 26, 2003, the Applicants filed the above-captioned application seeking domestic Section 214 authority for 360networks' acquisition of substantially all of the assets and customer base comprising Touch America's existing private line and dedicated Internet businesses. Public Notice, Domestic Section 214 Application Filed for Acquisition of Assets of Touch America, Inc by 360networks (USA) Inc., WC Docket No 03-150 (rel July 7, 2003). Subsequently, the Applicants filed on July 18, 2003, the other above-captioned application for Commission approval of the assignment of Touch America's microwave and LMDS licenses to 360networks

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The Applicants also filed on that date a Petition for Declaratory Ruling that it is in the public interest to permit 360networks Corporation, a company organized under the laws of Canada, to hold an indirect interest in the wireless licenses through its ownership of 360networks.

Since filing these applications, however, 360networks has determined that it will not acquire Touch America's microwave and LMDS assets. Further, 360networks is negotiating with Touch America's corporate parent to acquire Touch America's ATM/Frame Relay business. As a result of the substantial changes to the transaction, the initial applications are no longer accurate, and in some cases, unnecessary.

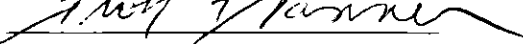
Accordingly, because the Applicants no longer need authority to transfer Touch America's wireless licenses to 360networks, Applicants request dismissal of their wireless transfer of control application (FCC File No. 0001384102) and associated Petition for Declaratory Ruling (ISP-PDR-20030718-00021). In addition, because the domestic Section 214 application no longer accurately reflects the terms of the new transaction, the Applicants also request that the Section 214 application (WB Docket No. 03-150) be dismissed without prejudice.

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Dated: October 27, 2003

Respectfully submitted,

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CERTIFICATE OF SERVICE

I, Troy F. Tanner, hereby certify that on this 27th day of October, 2003, I caused a true and correct copy of the foregoing Notice to be served upon the following parties in the manner indicated:

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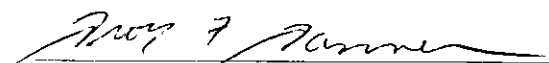
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